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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904)739-9747
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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LIMITED LIABILITY COMPANY

Napa Auto Parts, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION

OF

NAPA AUTO PARTS, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, do hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be "NAPA Auto Parts, LLC".

ARTICLE 2.0

The duration of the company is perpetual.

ARTICLE 3.0

The purpose for which the Limited Liability Company is organized shall be the engagement of any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal place of business and mailing address of the Limited Liability Company shall be 1523 N. Young Blvd., Chiefland, Florida 32626.

ARTICLE 5.0

The admission of new Members shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

ARTICLE 6.0

The Limited Liability Company shall be managed by Managers and the names and addresses of the initial Managers are as follows:

- | | |
|------------------------------|--|
| 1. Thomas J. Crittenden, III | 1523 N. Young Blvd., Chiefland, FL 32626 |
| 2. Brandy Horne | 1523 N. Young Blvd., Chiefland, FL 32626 |
| 3. Thomas J. Crittenden, IV | 1523 N. Young Blvd., Chiefland, FL 32626 |

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A Member may withdraw its interest in the Company and receive a Distribution of its interest in the company only upon the affirmative vote of a majority of the Members of the Company, not including the vote of the Member who is seeking to withdraw from the Company and the approval of a majority of the Managers of the Company. Furthermore, a member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes 608.4237, as amended, unless the termination is approved by a majority of the Managers of the Company.

ARTICLE 8.0 DISTRIBUTIONS

The Company may make distributions to its Members and Managers upon the affirmative vote of a majority of the Managers. Unless otherwise unanimously agreed by the Members and Manager, all distributions to Members shall be made in accordance with the Members' interest in the Company.

ARTICLE 9.0 SHARES OR INTERESTS


Each Member's and Manager's interest in the Company shall be held in the form of shares. The Company is authorized to issue one hundred thousand (100,000) shares. Such shares shall be of a single class and shall have no par value \$.0/100 per share.

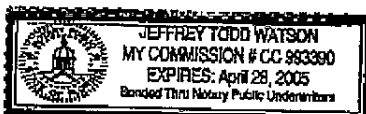
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization.


Thomas J. Crittenden, IV, Member

**STATE OF FLORIDA
COUNTY OF LEVY**

The foregoing instrument was acknowledged before me this 12th day of April, 2002, by Thomas J. Crittenden, IV, who has produced Driver's License #C635-830-70-2460, as identification.


Signature of Notary Public
Notary's Seal:




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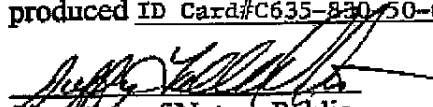
CONSENT

I, Thomas J. Crittenden, III, as President of NAPA Auto Parts, Inc., a Florida Corporation, hereby consents to NAPA Auto Parts, LLC, a Florida Limited Liability Company, using the name NAPA Auto Parts, LLC, in the name of the limited liability company.


Thomas J. Crittenden, III,
As President of
NAPA Auto Parts, Inc.

STATE OF FLORIDA
COUNTY OF LEVY

The foregoing instrument was acknowledged in my presence this 12th day of April, 2002, by Thomas J. Crittenden, III, as President of NAPA Auto Parts, Inc., who has produced ID Card#C635-830-50-0210, as identification.


Signature of Notary Public

Notary's Seal:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is NAPA AUTO PARTS, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

Dated: April 12th 2002

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